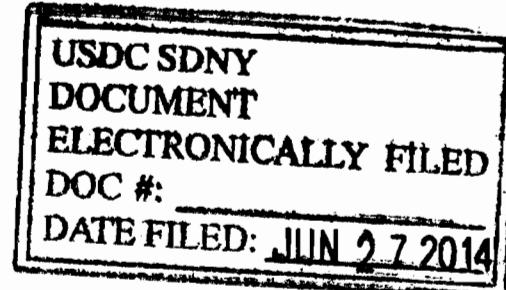


HALLOREN & SAGE LLP

ATTORNEYS AT LAW

DAN E. LABELLE Direct 203 222-4303 labelle@halloran-sage.com
Also admitted in New York

June 27, 2014

**Via Facsimile**

Hon. Laura Taylor Swain
United States District Judge
Southern District of New York
500 Pearl Street
New York, NY 10007
FAX # (212) 805-0426

MEMO FURNISHED

Re: *Universitas Education, LLC v. Nova Group, Inc.*
11-cv-1590-LTS-HBP and 11-8726-LTS

Dear Judge Swain:

We are the attorneys for Grist Mill Partners LLC (GMP). On February 11, 2014, the Court issued an Order Modifying the Court's Preliminary Injunction Against Daniel Carpenter ("the Order") (Doc. 378). The Order modified the preliminary injunction against Mr. Carpenter to allow GMP to enter into a real estate transaction with Curaleaf, LLC ("Curaleaf") upon certain conditions. A copy of the Order is attached to this letter.

One of the conditions of the Order was that payments made by Curaleaf to GMP were to be made by wire transfer to the GMP account at TD Bank , Account No. xxx--xxxx-200 (Order at Para. 2). It was contemplated that the TD Bank account would be used to collect rent payments from Curaleaf and to pay GMP's building related expenses. TD Bank, however, has taken the position that it will not allow the GMP account to be used as a commercial checking account. Whether TD Bank took this position because of Mr. Carpenter's legal problems or because Curaleaf is a medical marihuana manufacturer, we do not know. In any event, it has become impractical to use the TD Bank account as contemplated.

GMP has opened a commercial account at People's United Bank, Account No. xxxxx--xx-038. The first rent payment from Curaleaf to GMP is due July 1st. With the consent of Judgment Creditor Universitas Education LLC and Curaleaf, GMP requests that the Court modify the Order as follows:

Hon. Laura Taylor Swain
June 27, 2014
Page 2

In Para. 2, the reference to "the GMP account at TD Bank, Account No. xxx—xxxx-200" is deleted and the "Account": is redefined as "the GMP account at People's United Bank, Account No. xxxx—xx—038."

In Paras. 3, GMP's obligations to provide banking information and access to bank account statements shall be construed to apply to both the People's United Bank account and to the TD Bank account.

These proposed modifications would apply for the month of July only. Counsel will continue to discuss this subject and will communicate further with the Court or present a motion to the Court before the next Curaleaf rent payment is due on August 1st. Counsel for Universitas and Curaleaf agree to the proposed modifications to the Order and both counsel are copied on this letter, as is Mr. Carpenter's counsel. If the proposed modifications are acceptable to the Court, we request that Your Honor endorse this letter and cause it to be added to the case docket. Thank you for your attention to this matter.

Very truly yours,

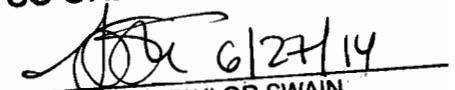

Dan E. LaBelle

The request is granted.

cc. via e-mail w/encl.

Paula Colbath, Esq. pcolbath@loeb.com
Michael Barnett, Esq. mbarnett@loeb.com
Anthony Siano, Esq. tonysiano@aol.com
Matthew Guanci, Jr., Esq. mguanci@rc.com
Brian R. Smith, Esq. bsmith@rc.com
Joseph Clasen, Esq. jclasen@rc.com

SO ORDERED:


6/27/14
HON. LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE

DEL/hs
Encl.